

GEOHERMAL RESOURCES LIMITED

ABN 45 115 281 144

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting

Thursday 7 December 2006

Time of Meeting

9.30 am (Adelaide time)

Place of Meeting

AMF Centre
63 Conyngham Street
Glenside SA 5065

NOTICE OF ANNUAL GENERAL MEETING

GEOHERMAL RESOURCES LIMITED ABN 45 115 281 144

Notice is hereby given that the Annual General Meeting of members of Geothermal Resources Limited ("the Company") will be held at AMF Centre, 63 Conyngham Street, Glenside, South Australia 5065 at 9.30 am (Adelaide time) on Thursday 7 December 2006 for the purpose of transacting the following business.

BUSINESS

1. CONSIDERATION OF FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report of the Company and the Reports of the Directors and the Auditor in respect of the year ended 31 July 2006.

2. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, pass the following as an ordinary resolution:

"That the Remuneration Report for the year ended 31 July 2006 be adopted."

3. RESOLUTION 2 - ELECTION OF DR KEITH R JOHNSON AS A DIRECTOR

To consider and if thought fit, pass the following as an ordinary resolution:

"That Dr Keith R Johnson being a director of the Company who retires in accordance with the Constitution of the Company and being eligible, be elected as a director."

4. RESOLUTION 3 - ELECTION OF DR CHRIS W GILES AS A DIRECTOR

To consider and if thought fit, pass the following as an ordinary resolution :

"That Dr Chris W Giles being a director of the Company who retires in accordance with the Constitution of the Company and being eligible, be elected as a director."

5. RESOLUTION 4 – ELECTION OF MR KENNETH G WILLIAMS AS A DIRECTOR

To consider and if thought fit, pass the following as an ordinary resolution :

"That Mr Kenneth G Williams being a director of the Company who retires in accordance with the Constitution of the Company and being eligible, be elected as a director."

DATED this 31st day of October 2006

BY ORDER OF THE BOARD

James Grose
Company Secretary

NOTES

Definitions:

Terms used in this Notice which are defined in the Explanatory Memorandum which forms part of this Notice, have the meanings ascribed to them therein.

Proxies:

A member entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote for the member at the Meeting. A proxy need not be a member. If the member is entitled to cast 2 or more votes at the Meeting the member may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes which each proxy may exercise, each proxy may exercise half of the votes. A form of proxy accompanies this Notice.

In accordance with section 250BA of the Corporations Act, the Company specifies the following information for the purposes of receipt of proxy appointments and proxy appointment authorities:

Geothermal Resources Limited
63 Conyngham Street
Glenside SA 5065
Facsimile Number: +618 8338 9293

Voting Entitlement:

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as shareholders at 5.30pm (Adelaide time) on 5 December 2006.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice convening the Annual General Meeting of Shareholders of the Company to be held on 7 December 2006. This Explanatory Memorandum is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the resolutions proposed. Both documents should be read in their entirety and in conjunction with each other. Certain terms used herein are defined in the Glossary at the end of this document.

RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

The Remuneration Report, which details the Company's policy on the remuneration of non-executive directors and executive directors is set out within the Directors' Report of the Company's 2006 Annual Report. A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting. The vote on the resolution is advisory only and does not bind the directors or the Company. Of itself, a failure of shareholders to pass this Resolution will not require the directors to alter any of the arrangements in the Remuneration Report; however, the Board will take the outcome of the vote into consideration when considering the remuneration policy.

The Remuneration Report is required to be considered for adoption in accordance with section 250R of the Corporations Act.

RESOLUTION 2 - ELECTION OF DR KEITH R JOHNSON AS A DIRECTOR

The Company's Constitution requires that at the first Annual General Meeting all Directors shall retire from office. A retiring Director is eligible for election.

In accordance with the Company's Constitution, Dr Keith R Johnson retires as a director of the Company, and being eligible, offers himself for election as a director of the Company.

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GLOSSARY

“**ASX**” means Australian Stock Exchange Limited (ACN 008 624 691);

“**Business Day**” has the meaning ascribed to that term by the Listing Rules;

“**Company**” means Geothermal Resources Limited;

“**Listing Rules**” means the listing rules of ASX;

“**Meeting**” means the meeting of Shareholders convened by the Notice;

“**Notice**” means the notice of meeting of which this Explanatory Memorandum forms part.



Mark this box with an 'X' if you have made any changes to your address details (see reverse)

Appointment of Proxy

I/We (name of shareholder) _____
 Of (address) _____
 Being a member/s of Geothermal Resources Limited and entitled to attend and vote hereby appoint




the Chairman of the Meeting
 (mark with an 'X')

OR

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Geothermal Resources Limited to be held at AMF Centre, 63 Conyngham Street, Glenside, SA 5065 on Thursday 7 December 2006 at 9.30am (Adelaide time) and at any adjournment of that meeting.

Voting directions to your proxy - please mark  to indicate your directions

For Against Abstain*

Resolution 1: Adoption of remuneration report.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 2: Election of Dr Keith R Johnson as a Director.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 3: Election of Dr Chris W Giles as a Director.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 4: Election of Mr Kenneth G Williams as a Director.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

* If you mark the Abstain box for the item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in computing the required majority on a poll.

Appointing a second proxy

I/We wish to appoint a second proxy



Mark with an 'X' if you wish to appoint a second proxy

AND

 %

OR

State the percentage of your voting rights or the number of securities for this Proxy Form.

PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Individual/Sole Director and Sole Company Secretary

Securityholder2

Director

Securityholder3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/ /

How to complete the Proxy Form

1 Your Address

This form has been sent to your address as it appears on the company's share register. If this address is incorrect, please mark the box and write the correct address on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. A proxy may be an individual or a body corporate.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite the item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on an item by inserting the percentage or number of securities you wish to vote in the appropriate box. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's registered office or you may copy this form.

To appoint a second proxy you must:

- a) indicate that you wish to appoint a second proxy by marking the box;
- b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded;
- c) return both forms together.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 9.30am (Adelaide time) on Thursday 7 December 2006. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

by posting, delivery or facsimile to the Registered Office of Geothermal Resources Limited being
63 Conyngham Street
Glenside SA 5065
Australia
Facsimile 61 8 8338 9293